

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:

ZHANG MEDICAL P.C., d/b/a
NEW HOPE FERTILITY CENTER,

Chapter 11

Case No. 23-10678 (PB)

Debtor.
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**DECLARATION OF SHERYL P. GIUGLIANO
REGARDING SOLICITATION OF VOTES AND TABULATION OF BALLOTS
ACCEPTING AND REJECTING DEBTOR'S SECOND AMENDED PLAN OF
REORGANIZATION OF ZHANG MEDICAL P.C., D/B/A NEW HOPE FERTILITY
CENTER UNDER CHAPTER 11 OF THE BANKRUPTCY CODE (ECF DOC. NO. 443)**

I, SHERYL P. GIUGLIANO, duly affirm under penalty of perjury that the following is true and correct:

1. I am a partner in the law firm of Ruskin Moscou Faltischek, P.C. ("**RMF**"), located at 1425 RXR Plaza, East Tower, 15th Floor, Uniondale, New York 11556. I am over the age of eighteen years and not a party to the above-captioned action. Unless otherwise noted, I have personal knowledge of the facts set forth herein.

2. I submit this declaration (the "**Declaration**") with respect to the solicitation of votes and the tabulation of ballots cast on the Debtor's *Second Amended Plan of Reorganization of Zhang Medical P.C., d/b/a New Hope Fertility Center Under Chapter 11 of the Bankruptcy Code* (ECF Doc. No. 443) (as amended, supplemented or otherwise modified from time to time, the "**Plan**").¹ Except as otherwise noted, all facts set forth herein are based on my personal knowledge, knowledge that I acquired from individuals under my supervision, and my review of the relevant documents. I am authorized to submit this declaration on behalf of RMF, as counsel to the Debtor.

¹ All capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Plan.

Service and Transmittal of Solicitation Packages

3. On November 20, 2024, the Court entered the *Order Granting Debtor's Motion for Entry of an Order: (I) Approving the Disclosure Statement on an Interim Basis; (II) Scheduling a Combined Hearing on Final Approval of the Disclosure Statement and Plan Confirmation; (III) Fixing the Dates and Deadlines Related to Solicitation and Confirmation; (IV) Establishing Solicitation, Notice, and Tabulation Procedures; and (v) Granting Related Relief* (ECF Doc. No. 449) (the “**Disclosure Statement Order**”), which scheduled, among other things, the Voting Record Date of November 19, 2024, a Voting Deadline of December 23, 2024 at 4:00 p.m. (ET), and the Confirmation Hearing for January 15, 2025 at 1:00 p.m. (ET),.

4. On January 2, 2025, the Court granted the Debtor's request to adjourn the Confirmation Hearing, including those certain dates and deadlines in connection with confirmation of the Plan fixed by the Disclosure Statement Order.

5. The procedures adhered to by RMF for the solicitation and tabulation of votes (collectively, the “**Solicitation Procedures**”) are consistent with those outlined in the Disclosure Statement Order, the *Second Amended Disclosure Statement for Second Amended Plan of Reorganization of Zhang Medical P.C., d/b/a New Hope Fertility Center, Under Chapter 11 of the Bankruptcy Code* (ECF Doc. No. 444) (as amended, supplemented or otherwise modified from time to time, the “**Disclosure Statement**”), and the ballots distributed to parties entitled to vote on the Plan. I supervised the solicitation and tabulation performed by RMF.

6. Consistent with the Plan, the Disclosure Statement, and the Solicitation Procedures, only holders of Allowed Claims in Class 3(a) (General Unsecured Claims), Class 3(b) (Landlord Claim), and Class 3(c) (Skyland Claim) were entitled to vote to accept or reject the Plan (collectively, the “**Voting Classes**”). No other classes under the Plan were entitled to vote.

7. In accordance with the Solicitation Procedures, RMF and the Debtor identified holders entitled to vote in the Voting Classes, and coordinated the distribution of solicitation materials to the holders entitled to vote in the Voting Classes. RMF and the Debtor relied upon the following information to identify and solicit holders of Allowed Claims in the Voting Classes: (a) official claims register maintained by the Court; and (b) the Debtor's Schedules of Assets and Liabilities (ECF Doc. No. 28). Ballots were mailed to any party determined to be in the Voting Classes, together with the Plan, the Disclosure Statement, the Disclosure Statement Order, and the *Notice of (I) Interim Approval of the Disclosure Statement and (II) Combined Hearing to Consider Final Approval of the Disclosure Statement and Confirmation of the Plan and the Objection Deadline Related Thereto* (collectively, the "**Solicitation Package**").

8. On November 25, 2024, as set forth in the *Affidavit of Service of Solicitation Packages* (ECF Doc. No. 458) filed November 27, 2024, RMF served the Solicitation Packages on holders of Allowed Claims entitled to vote on the Plan.

Tabulation Process

9. In accordance with the Solicitation Procedures, RMF reviewed, determined the validity of, and tabulated the ballots submitted to vote on the Plan. Ballots returned by U.S. priority mail express and overnight delivery were received by RMF. Ballots received by RMF were processed in accordance with the Solicitation Procedures.

10. To be included in the tabulation results as valid, a ballot must have been: (a) properly completed pursuant to the Solicitation Procedures, (b) executed by the relevant holder entitled to vote on the Plan (or such holder's authorized representative), (c) returned to RMF via an approved method of delivery set forth in the Solicitation Procedures, and (d) received by RMF by the Voting Deadline (collectively, the "**Valid Ballots**").

11. All Valid Ballots cast by holders entitled to vote in the Voting Classes were tabulated pursuant to the Solicitation Procedures.

12. RMF is in possession of all ballots received, and copies are available for review.

Voting Results

13. The results of the tabulation of Valid Ballots received are set forth below.

14. No ballots received were excluded from the final tabulation.

CLASS	TOTAL BALLOTS RECEIVED			
	ACCEPT		REJECT	
	Amount (Percentage of Amount Voted)	Number (Percentage Number Voted)	Amount (Percentage of Amount Voted)	Number (Percentage of Number Voted)
Class 3(a) (General Unsecured Claims)	\$61,568.27 (9.1%)	3 ²	\$614,654.00 (90.9%)	1 ³
Class 3(b) (Landlord Claim)	N/A	N/A	\$1,000,000.00 ⁴ (100%)	1 ⁵ (100%)
Class 3(c) (Skyland Claim)	N/A	N/A	N/A	N/A

² The three (3) holders of Allowed Claims in Class 3(a) (General Unsecured Claims) that voted to accept the Plan are: (a) American Express National Bank, Voting Amount \$52,735.76, received December 18, 2024; (b) Floreal of Delaware Inc., Voting Amount \$5,661.50, received December 11, 2024; and (c) GE Precision Healthcare LLC, Voting Amount \$3,171.70, received December 10, 2024.

³ The one (1) holder of an Allowed Claim in Class 3(a) (General Unsecured Claims) that voted to reject the Plan is Georgette Fleisher, Voting Amount \$614,654.00, received December 16, 2024.

⁴ Pursuant to Section 3.03(e)(ii), the Landlord Rejection Damages Claim is estimated at \$1,000,000.00 for purposes of voting to accept or reject the Plan and for purposes of determining acceptance or rejection of the Plan by such Class pursuant to Bankruptcy Code §1129(a)(8).

⁵ The one (1) holder of an Allowed Claim in Class 3(b) (Landlord Claim), GLL BVK Columbus Circle LLC, voted to reject the Plan, Voting Amount estimated under the Plan at \$1,000,000.00, received December 23, 2024.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true
and correct.

Dated: January 14, 2025
Uniondale, New York

/s/ Sheryl P. Giugliano
Sheryl P. Giugliano
Attorneys for Debtor in Possession